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9 260A013

Date **SEP 17 1979**Fee \$ **70.00**

102 Washington, D. C.

September 14, 1979

Mr. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. **7764-C** Filed 1425**SEP 17 1979 12 35 PM**

INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:

Under various dates, there were filed and recorded with the Interstate Commerce Commission certain Norfolk and Western Railway Equipment Trust Agreements and a General Electric Company Conditional Sale Agreement with the First Pennsylvania Bank N.A., as trustee or agent, as follows:

<u>Financing</u>	<u>Filed & Recorded</u>	<u>Recordation No.</u>
NW Eqmt. Tr. Agmt., Series Z, dated 1/1/75	1/3/75	7764
NW Eqmt. Tr. Agmt., Series 1, dated 5/1/75	5/7/75	7919
NW Eqmt. Tr. Agmt., Series 2, dated 10/1/75	10/20/75	8084
NW Eqmt. Tr. Agmt., Series 3, dated 5/1/76	5/ 6/76	8315
NW Eqmt. Tr. Agmt., Series 4, dated 11/1/76	11/ 9/76	8563
NW Eqmt. Tr. Agmt., Series 8, dated 12/1/78	12/ 7/78	9890
Agreement September 1, 1970, with General Electric Company	9/10/70	5822

In accordance with Section 20c of the Interstate Commerce Act and Part 57 of the Commission's rules, there are being forwarded to you herewith for recordation, four sets of documents, each consisting of four original counterparts numbered 1, 2, 3 and 4, respectively, of Supplemental Agreements, all dated as of September 1, 1979, between the First Pennsylvania Bank N.A. and Norfolk and Western Railway Company.

There is also enclosed a voucher payable to the order of the Interstate Commerce Commission for \$70.00 covering the recordation fee for these seven supplements at \$10.00 each.

The names and addresses of the parties to the supplements are as follows:

Bank: First Pennsylvania Bank N.A.
15th and Chestnut Streets
Philadelphia, Pa. 19101

Railroad: Norfolk and Western Railway Company
8 North Jefferson Street
Roanoke, Virginia 24042

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Mr. H. G. Homme, Jr.

September 14, 1979

The following is a general description of the equipment to be subjected to the respective Norfolk and Western Railway Company Equipment Trusts and Conditional Sale Agreement by these supplements, dated as of September 1, 1979:

<u>Financing</u>	No. of 60' High Roof Box Cars <u>Assigned</u>	<u>Numbers</u>
NW Equip. Trust, Series Z	1	604547
NW Equip. Trust, Series No. 1	2	604548-604549
NW Equip. Trust, Series No. 2	1	604550
NW Equip. Trust, Series No. 3	2	604551-604552
NW Equip. Trust, Series No. 4	1	604553
NW Equip. Trust, Series No. 8	1	604555
Agreement Sept. 1, 1970, with General Electric Company	<u>10</u>	604556-604565
Total -	18	

After the enclosed supplements have been duly recorded, please return the original counterparts numbered 1 and 2, bearing the recordation data, to the undersigned at Roanoke, Virginia.

Yours very truly,



J. T. Valleroy
Assistant Treasurer

Enclosures

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 Mr. H. G. Thomas, Jr.
 September 14, 1935

The following is a general description of the equipment so far
 subjected to the respective Norfolk and Western Railway Company
 equipment trusts and conditional sale agreement by these companies,
 dated as of September 1, 1935:

Equipment	Assigned	Equipment
334517	1	W. Equip. Trust, Series A
804511-804543	2	W. Equip. Trust, Series No. 1
334530	1	W. Equip. Trust, Series No. 2
804531-804532	2	W. Equip. Trust, Series No. 3
334533	1	W. Equip. Trust, Series No. 4
334534	1	W. Equip. Trust, Series No. 5
804535-804536	10	W. Equip. Trust, Series No. 6, with
	19	General Electric Company
	Total -	19

After the enclosed applications have been duly recorded, please return
 the original counterparts numbered 1 and 2, bearing the notation
 "as to the undersigned at Norfolk, Virginia."

Yours very truly,

J. T. Valley
 Assistant Treasurer

Enclosures

ORIGINAL COUNTERPART
NO. 1

(2)

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES Z

RECORDATION NO. 7764-C Filed 1425

SEP 17 1979 12 35 PM

SUPPLEMENTAL AGREEMENT

INTERSTATE COMMERCE COMMISSION

Dated as of September 1, 1979

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of January 1, 1975

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of September 1, 1979, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series Z," was created by an Equipment Trust Agreement dated as of January 1, 1975 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

The Trust Agreement also provided that if the aggregate final Cost (as defined in the Trust Agreement) of the Trust Equipment shall be less than 125% of the aggregate principal amount of trust certificates issued thereunder (the "Trust Certificates"), the Company will cause to be transferred to the Trustee additional Trust Equipment in such amount and of such cost that the aggregate final Cost of the Trust

Equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder.

The Company has determined that the aggregate final Cost of the Trust Equipment specifically described in the Trust Agreement is less than 125 % of the aggregate principal amount of Trust Certificates issued thereunder and now desires to cause to be transferred to the Trustee additional Trust Equipment.

* * * * *

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
1	60' High Roof Boxcar, numbered 604547, Inter- national Car Company, builder	\$62,850	\$62,850

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of September 1, 1979, may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals

to be hereunto affixed and duly attested, as of the day and
year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

ATTEST:

D. E. Middleton
Secretary

By J. R. Thompson
Vice President - Finance

FIRST PENNSYLVANIA BANK N.A., as Trustee

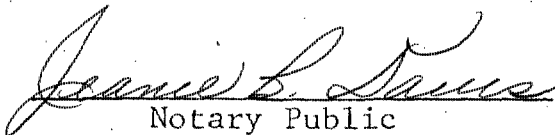
ATTEST:

P. M. Sullivan
ASSISTANT Secretary

By W. H. C. C. C.
Vice President

COMMONWEALTH OF VIRGINIA)
) ss:
 CITY OF ROANOKE)

On this 14th day of September, 1979, before me personally appeared John R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


 Notary Public

My commission expires April 8, 1983.

COMMONWEALTH OF PENNSYLVANIA)
) ss:
 COUNTY OF PHILADELPHIA)

On this 6th day of September, 1979, before me personally appeared *W. M. Krayer*, to me personally known, who, being by me duly sworn, says that he is a Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


 Notary Public

EDITH E. BOSWORTH, NOTARY PUBLIC
 Philadelphia, Philadelphia County, Pa.
 My Commission Expires Oct. 23, 1982

I am not an officer or director
 of the above corporation.